

STATE OF MISSISSIPPI
COUNTY OF Desoto

BK 0320 PG 0637

Indexing Instructions: S.W. 1/4 of Sec. 5, T-4S, R-7W
Line/Project Identification: CEA No. 349020 FCA No. 360.2
Tax Area 362358 WR No. 30004826016
McCracken Rd. 8kv Line

RIGHT-OF-WAY INSTRUMENT
ENTERGY MISSISSIPPI, INC.

KNOW ALL MEN BY THESE PRESENTS THAT: Raymond & Othelia Armstrong,
individuals

Grantor(s), acting individually, and for, and on behalf of, my/our heirs, successors, assigns and any other person claiming the ownership to the property hereinafter described, collectively "Grantor", for and in consideration of One Dollar, in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, assign, convey unto and warrant and defend Entergy Mississippi, Inc., and its successors and assigns, collectively "Grantee", a right-of-way, servitude and easement 30 feet in width for the location, construction, reconstruction, improvements, repairs, operation, inspection, patrol, replacement and maintenance of electric power and communication facilities, or the removal thereof, now or in the future, including, but not necessarily limited to, poles, cross arms, insulators, wires, cables, conduits, hardware, transformers, switches, guy wires, anchors and other equipment, structures, material and appurtenances, now or hereafter used, useful or desired in connection therewith by Grantee over, across, under or on that land of Grantor in the County of Desoto, State of Mississippi described as follows, to-wit:

A certain parcel of land lying and being situated in the S.W. quarter of the S.W. quarter of Section 5, Township 4S, Range 7W, Desoto County, Mississippi as shown of Exhibit "A" attached hereto and made a part hereof.

together with the right of ingress and egress to and from said right-of-way across the adjoining land of the Grantor and the right to attach wires and cables of any other party to Grantee's facilities, and the right to install guy wires, anchors, and anchor assemblies beyond the limits of said right-of-way.

Unless otherwise herein specifically provided, the center line of the electric power and communication lines initially constructed on this right-of-way shall be the center line of said right-of-way.

Grantee shall have the full and continuing right to clear and keep clear vegetation within or growing into said right-of-way and the further right to remove or modify from time to time trees, limbs, and/or vegetation outside the said right of way which Grantee considers a hazard to any of its electric power or communications facilities or a hazard to the rendering of adequate and dependable service to Grantor or any of Grantee's customers, by use of a variety of methods used in the vegetation management industry.

Grantor shall not construct or permit the construction of any structure, obstruction or other hazard within the said right-of-way, including but not limited to, house, barn, garage, shed, pond, pool or well, excepting only Grantor's fence(s) and Grantee's facilities. Grantor shall not construct or permit the construction of any buildings or other structures on land adjoining said right-of-way in violation of the minimum clearances from the lines and facilities of Grantee, as provided in the National Electrical Safety Code.

IN WITNESS WHEREOF, Grantor has executed this Right-of-Way Instrument on this 23rd day of July, 1997.

WITNESSES:

Steve Wrenn STATE MS - DESOTO CO.
FILED

GRANTOR:

Raymond Armstrong
Othelia Armstrong
Othelia Armstrong

AUG 21 3 52 PM '97

ACKNOWLEDGMENT

STATE OF MISSISSIPPI
COUNTY OF Desoto

BK 320 PG 637
W.F. DAVIS, CH. CLK.

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23rd day of July, 1997 within my jurisdiction, Steve Wrenn, one of the subscribing witnesses to the above and foregoing instrument, who, being first duly sworn, states that he/she saw the within (or above) named Raymond Armstrong and Othelia Armstrong ("Grantor"), whose name is subscribed thereto, sign and deliver the same to Entergy Mississippi, Inc., (or that he/she heard and acknowledged that he/she signed and delivered the same to Entergy Mississippi, Inc.); and that the affiant subscribed his/her name as witness thereto in the presence of Grantor.

Notary Public State of Mississippi At Large
My Commission Expires: March 1, 1998

Commission expires: BONDED THRU HEIDEN-MARCHETTI, INC.

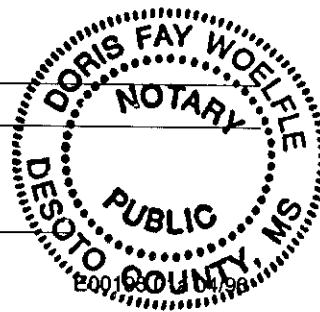
Signed:

Steve Wrenn
Doris Fay Woelele
NOTARY PUBLIC

Prepared By: Entergy Mississippi, Inc., P.O. Box 1640, Jackson, MS 39215, Telephone (601) 969-2311

Name: D. Steven Wrenn

Telephone: (601) 342-7572



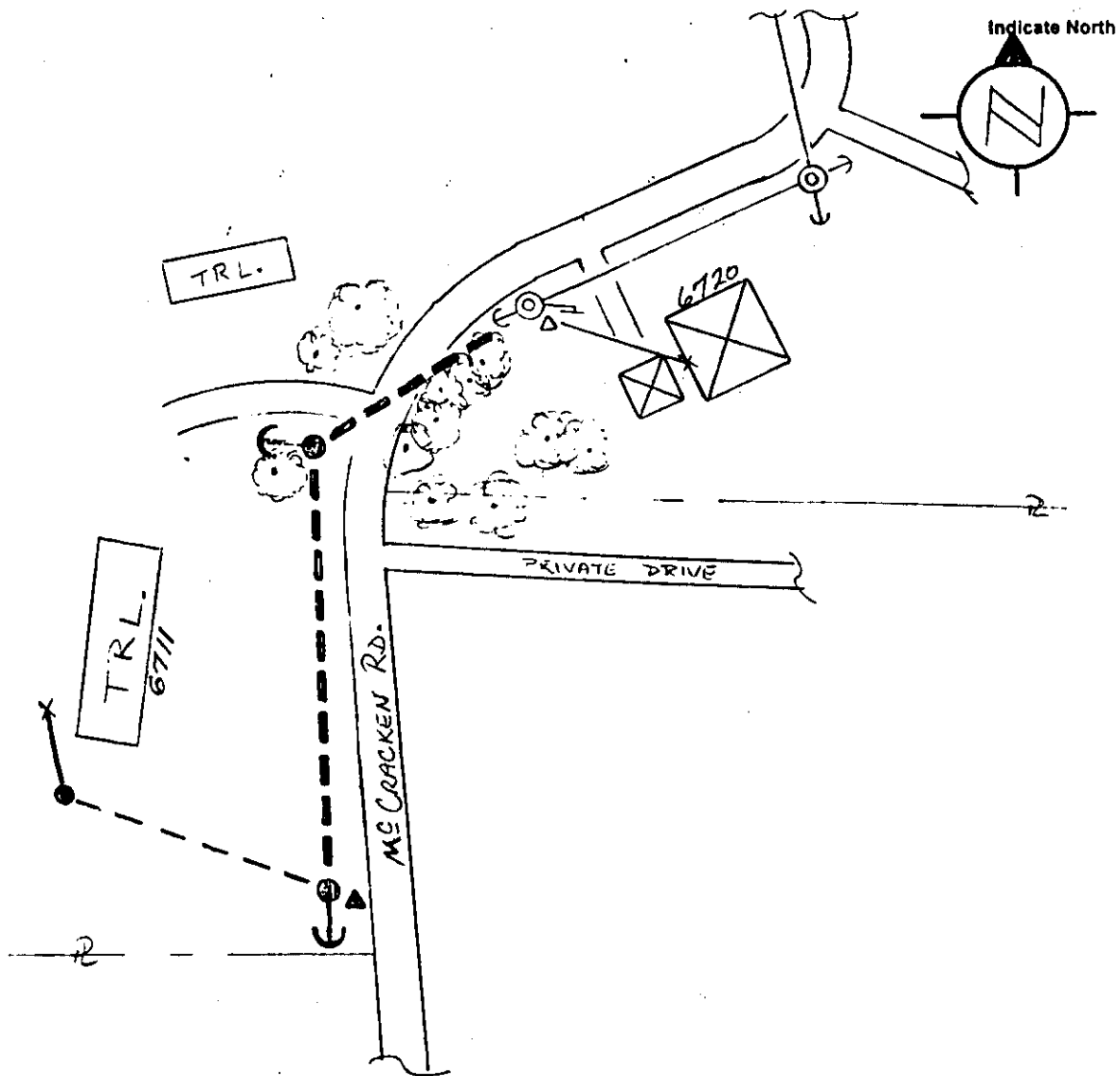


Exhibit 'A'